

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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PURE POWER BOOT CAMP, INC.,
PURE POWER BOOT CAMP FRANCHISING
CORPORATION, and PURE POWER BOOT
CAMP JERICO INC.,

Plaintiffs

REPLY AFFIDAVIT OF LEAF H.
WADE IN SUPPORT OF MOTION FOR
A PRELIMINARY INJUNCTION

Index No.: 08 CV 4810 (JGK)(THK)

-against-

WARRIOR FITNESS BOOT CAMP, LLC,
ALEXANDER KENNETH FELL a/k/a ALEX
FELL, Individually; RUBEN DARIO BELLIARD
a/k/a RUBEN BELLIARD, Individually;
JENNIFER J. LEE Individually; and NANCY
BAYNARD, Individually,

Defendants.

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STATE OF CONNECTICUT :

s.s.:

COUNTY OF FAIRFIELD:

LEAF H. WADE, being duly sworn, deposes and says:

1. I am a retired Captain in the United States Marine Corps, having earned a commission by the President of United States in 1997. In Afghanistan, I was I responsible for the daily coordination and integration of assets valued at \$1.534 Billion and for the tactical employment of 800 U.S. Marines during Combat Operations in the Persian Gulf. I was granted a Secret Clearance by the U.S. Government and have been awarded multiple personal department of defense commendations to include the Joint Service Commendation, Army Commendation, (3) Navy/Marine Corps Achievement medals, Armed Forces Expeditionary medal, (2) National Defense medals, Global War on Terrorism medal, (2) Humanitarian Aid medal. Navy Unit

Commendation, (2) Sea Service Deployment awards, (4) Meritorious Unit Commendations. I make this affidavit to address some of the factual claims by defendant Belliard in his affidavit, matters of which I have direct personal knowledge.

2. When I met Ms. Lauren Brenner, early in 2003 I was immediately impressed by her unique business and had full confidence that it would be a tremendous success. I was aware of her concept prior to construction / opening. As a Marine, I had never heard of a comparable business. After extensive research I found that there was no other business that trained civilians military style on an indoor obstacle / confidence course. Furthermore, her personal dedication to employ only former military personnel and help provide a meaningful and lucrative career that helped them acclimate back into civilian society is to be commended and praised. Many Marines, including me, after returning from combat lacked a definite career direction (understandably so). Lauren Brenner and Pure Power Boot Camp gave these Marines a home away from home.

3. I was personally honored to be the sole military advisor and resource to whom Ms Brenner could turn to for matters of authenticity and anything regarding the military. In the interest of full disclosure Ms Brenner and I were also personally involved for a period of time and have remained friends since. However, my affidavit is strictly factual and is unaffected by our friendship.

4. It is ludicrous that Fell and Belliard claim that Ms. Brenner needed them to validate her business for authenticity. Her business was created and lucrative prior to meeting and hiring either Fell or Belliard. I was closely involved in the construction phase of the obstacle course and development of the training curriculum. I was also very moved by her passion to hire

military personnel as they transitioned back from war. She asked for guidance on where she could go to hire such people. I suggested that I could arrange for a meeting with the Marines from Garden City, N.Y. This was after the business was up and running for months.

5. The sole purpose of this visit was to inquire about potential candidates for employment. I advised Ms. Brenner that even though her passion to give back to those who have served was noble, this could be a massive detriment to her business and a huge liability because these Marines had zero experience in the fitness world, no fitness licenses to teach civilians, and zero experience training civilians in any way. U.S. Marine Corps training is arguably the most intense in the world, and the legal relationship between a Marine and the U.S. Government is very different than between a business / client. Ms. Brenner was so adamant about giving back that she stated she would spend her own money and countless months to do what was required to properly train and license these Marines. I personally witnessed this fact. Ms Brenner in fact was able to create a business that combined the intensity and authenticity of military training with a positive environment where clients of all abilities could flourish while understanding the responsibility and accountability of being a platoon member.

6. At Garden City, we met with the executive officer and second in command Lieutenant Colonel Powers (then Major Powers). After speaking with Major Powers about the business, he also agreed that in his extensive career as a US Marine Officer had never heard of such a unique business as Pure Power Boot Camp. He was moved by Ms. Brenner's presentation and also recognized the amazing career opportunity for his Marines recently back from combat. He immediately called a meeting of Marines at hand to whom Ms. Brenner presented the business. LtCol Powers also scheduled a field trip to Pure Power one week later. I witnessed Ms

Brenner putting 9 Marines, including LtCol Powers and Ruben Belliard, through the paces and unique training curriculum of Pure Power Boot Camp. I spoke with all of the Marines after training. Each one was amazed, shocked, and genuinely impressed by the unique training curriculum using the indoor obstacle / confidence course combined with the uplifting and positive training environment.

7. Shortly after the field trip, LtCol Powers observed multiple classes for several weeks to familiarize himself with the training curriculum. After which, LtCol Powers recommended Ruben Belliard for employment. Both I and Ms Brenner did not think Ruben Belliard possessed enough of a charismatic personality and would not be suited to be a PPBC drill instructor. After 2 months of auditing classes, Ms Brenner gave Belliard a shot.

8. I have personally witnessed extensive training given to not only Belliard and Fell but also to every Marine employed at PPBC. Again, the Marine Corps does not train Marines in building client relationships or any of the other requirements specific to PPBC. Additionally I know that Ms Brenner personally paid for Fell and Belliard's required certifications, which Belliard failed multiple times. Ms Brenner spent the most time training Belliard trying to improve on his communication and inter-personal skills. Ms Brenner and Belliard formed a strong friendship and she viewed him as her most trusted employee and promoted him to senior drill instructor. Fell was also given extensive training by Ms. Brenner.

9. Ms. Brenner had taken such a personal interest in Belliard, and, in line with his specific requests to have an integral role in the expansion and national rollout she spent considerable time in training him for this possible role. Ms. Brenner in her desire to "polish" his people skills and as a result of their close working relationship even went so far as to invite him

to family gatherings, help him acclimate to civilian life and went so far as to finance his wedding in NY (to which he subsequently divorced as a result of having an improper relationship with one of the clients Nancy Baynard to which is one of the named defendants in this case and whom was a key player in the tortious interference and conversion of PPBC clients.

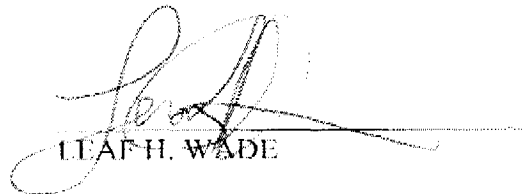
10. In 2006 Ms. Brenner's franchise plan came into fruition, at which time every employee was required to sign a confidentiality / non-compete agreement. Also during this time I am aware that Ms. Brenner was speaking with venture capital investors. That is one of the reasons that restrictive covenants were so important. It is absolutely absurd that Fell is claiming he never signed one as I had seen all of them after they were executed.

11. As a Marine Officer, I am embarrassed and appalled that Fell and Belliard would shamelessly steal Ms Brenner's unique concept (almost down to the exact physical construction of the course), steal the curriculum, steal the unique way of interfacing and building up the self esteem of clients (the Marine Corps most definitely does NOT teach that) and claim that it was their own. There is no doubt that the Marine Corps trains Marines physically...but what the Marine Corps absolutely does NOT teach is how to build and run a business, interface with clients, or train in a positive setting. Ms. Brenner trained both Fell and Belliard in the unique concept that is PPBC, which is in fact counterpoint to many of the concepts of Marine Corps training. The claim that Warrior Fitness is based solely on Marine Corps training and not on the theft of PPBC's business model and curriculum is absurd. Knowing how to do a "mountain climber", or a "squat thrust", doth not an entrepreneur make. Fell and Belliard's current business was already running....they simply stole it. Further, though there are many programs with the title "boot camp", nothing comes close to this unique blend of civilian military training. That is

why PPBC has received such amazing national and international press. PPBC's training is so revolutionary that the Marine Corps itself has asked Ms. Brenner for the opportunity to train Officer Candidates prior to reporting to Officer Candidate's School. PPBC is the only privately owned company that has been ever given this amazing and unprecedented honor.

12. Serving our country is a privilege and an honor...though Fell and Belliard may have worn the uniform, their criminal behavior has brought complete disgrace upon themselves and very uniform they served. These are NOT Marines. Marines do not completely break their integrity and steal from the very person who provided them with a lucrative career and "home away from home".

13. Their criminal conduct goes against everything that Marines hold dear. Most specifically the cherished phrase "Semper Fidelis" meaning "always faithful". I am disgusted. Marines do not behave this way and frankly, they should be stripped of their rank and the title of U.S. Marine.



LT AFH. WADE

Sworn and subscribed to before
me this 21 day of July, 2008



NOTARY PUBLIC

KATHLEEN M. FAULKNER
NOTARY PUBLIC
State of Connecticut
My Commission Expires
October 31, 2011